

ARNOLD & PORTER KAYE SCHOLER LLP
250 West 55th Street
New York, New York 10019
Telephone: (212) 836-8000
Facsimile: (212) 836-8689

Special Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
PURDUE PHARMA L.P., et al.,¹)	Case No. 19-23649 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**SECOND MONTHLY FEE STATEMENT OF ARNOLD & PORTER
KAYE SCHOLER LLP FOR COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS
FOR THE PERIOD FROM OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

Name of Applicant	Arnold & Porter Kaye Scholer LLP
Applicant's Role in Case	Special Counsel to the Debtors
Date Order of Employment Signed	December 20, 2019
Period for Which Compensation and Reimbursement is Sought	October 1, 2019 through October 31, 2019

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Summary of Total Fees and Expenses Requested	
Total Compensation Incurred	\$188,638.39 ²
Less 20% Holdback	\$37,727.68
Total Reimbursement Requested	\$279.65
Total Compensation and Reimbursement Requested in this Statement	\$151,190.36
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), the *Order Authorizing the Retention and Employment of Arnold & Porter Kaye Scholer LLP as Special Counsel for the Debtors Nunc Pro Tunc to the Petition Date*, dated December 20, 2019 [Docket No. 691] (the “**Retention Order**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “**Interim Compensation Order**”), Arnold & Porter Kaye Scholer LLP (“**A&P**”), special counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period from October 1, 2019 Through October 31, 2019* (this “**Fee Statement**”).³ By this Fee Statement, A&P seeks (i) compensation in the amount of

² This amount reflects a reduction in fees in the amount of \$33,289.11 on account of voluntary discounts on fees as described in the Application of Debtors for Authority to Retain and Employ Arnold & Porter Kaye Scholer LLP as Special Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 593] (the “**Retention Application**”).

³ The period from October 1, 2019, through and including October 31, 2019, is referred to herein as the “**Fee Period**.”

\$151,190.36 which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that A&P incurred in connection with such services during the Fee Period (*i.e.*, \$188,638.39) and (ii) payment of \$279.65 for the actual, necessary expenses that A&P incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a chart of the number of hours expended and fees incurred (on an aggregate basis) by A&P partners, counsel, associates, counsel, and paraprofessionals during the Fee Period with respect to each of the project categories A&P established in accordance with its internal billing procedures. As reflected in **Exhibit A**, A&P incurred \$188,638.39 in fees during the Fee Period. Pursuant to this Fee Statement, A&P seeks reimbursement for 80% of such fees, totaling \$150,910.71.

2. Attached hereto as **Exhibit B** is a chart of A&P professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$810.99.⁴

3. Attached hereto as **Exhibit C** is a chart of expenses that A&P incurred or disbursed in the amount of \$279.65 in connection with providing professional services to the Debtors during the Fee Period.

⁴ This blended hourly rate is for all Arnold & Porter attorney timekeepers who provided services during the Fee Period and takes into account the voluntary discount.

4. Attached hereto as **Exhibit D** are the time records of A&P for the Fee Period organized by project category with a daily time log describing the time spent by each attorney and other professional during the Fee Period as well as an itemization of expenses.

Notice

5. A&P will provide notice of this Fee Statement in accordance with the Interim Compensation Order. A&P submits that no other or further notice be given.

[Remainder of Page Left Blank Intentionally]

WHEREFORE, A&P, in connection with services rendered on behalf of the Debtors, respectfully requests (i) compensation in the amount of \$151,190.36, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that A&P incurred in connection with such services during the Fee Period (*i.e.*, \$188,638.39) and (ii) payment of \$279.65 for the actual, necessary expenses that A&P incurred in connection with such services during the Fee Period.

Dated:

January 14, 2020

Respectfully submitted,

By: /s/ Rory Greiss

**ARNOLD & PORTER KAYE
SCHOLER LLP**

Rory Greiss
250 West 55th Street
New York, New York 10019
rory.greiss@arnoldporter.com

-AND-

Rosa J. Evergreen
601 Massachusetts Ave, NW
Washington, DC 2001-3743
rosa.evergreen@arnoldporter.com

Special Counsel to the Debtors

Exhibit A

Fees by Project Category

Project Category	Total Hours	Total Fees
Miscellaneous - General Advice	18.00	17,005.95
Mundipharma	1.50	1,396.13
Commercial Contracts Advice	9.40	6,176.53
Harm Reduction Therapeutics	73.10	68,417.78
Project Artic	7.70	6,018.85
Project Windshield	98.50	72,363.48
Mundipharma EDO	8.30	5,586.62
Amendment to Shionogi Collaboration	1.20	877.20
Praxis	14.90	10,795.85
Total⁵	232.60	\$188,638.39

⁵ This amount reflects a reduction in fees in the amount of \$33,289.11 on account of voluntary discounts on fees as described in the Retention Application.

Exhibit B

Professional and Paraprofessional Fees

Name of Professional Person	Position	Year of Obtaining License to Practice (if Applicable)	Hourly Billing Rate	Total Billed Hours	Total Compensation
Abramowitz, Laurie	Partner	1988	1,125.00	2	2,250.00
Barr, David K.	Partner	1984	1,105.00	15.3	16,906.50
Chung, Jinha	Associate	2017	605.00	3.1	1,875.50
Conway, Tyler	Associate	2015	715.00	3.9	2,788.50
Coutu, Stephanie W.	Partner	1997	850.00	11.3	9,605.00
Feinstein, Deborah L.	Partner	1987	1,330.00	0.2	266.00
Greiss, Rory	Partner	1981	1,125.00	68	76,500.00
Habtemariam, Abeba	Associate	2011	815.00	0.60	489.00
Horton, Matthew H.	Associate	2012	745.00	20.9	15,570.50
Kosaras, Andras	Counsel	2002	845.00	1.4	1,183.00
Rosato, Danielle	Associate	2015	715.00	30	21,450.00
Rothman, Eric	Counsel	2008	860.00	23.6	20,296.00
Wallace, William	Partner	1980	1,080.00	38.2	41,256.00
Williamson, Tara	Associate	2011	815.00	14.1	11,491.50
Total				232.60	221,927.50
Less 15% Discount					(33,289.11)
Discounted Total					188,638.39
Less 20% Holdback					(37,727.68)
Total Amount Requested Herein					\$150,910.71

Exhibit C

Summary of Actual and Necessary Expenses

Expense Category	Total Expenses
Color copies	264.75
Duplicating	14.90
Total Expenses	\$279.65

Exhibit D

Detailed Time Records and Expenses

Arnold & Porter

Purdue Pharma L.P.
Philip C. Strassburger, Esq.
One Stamford Forum
Dept. VN: 1008442
Stamford, CT 06901-3431

November 5, 2019
Invoice # 30106032
EIN 53-0208605

Client/Matter # 1049218.00001

Miscellaneous

1000000570

For Legal Services Rendered through October 31, 2019	\$	20,007.00
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Discount:		<u>-3,001.05</u>
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Fee Total		17,005.95
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Disbursements Recorded through October 31, 2019		<u>264.75</u>
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Total Amount Due	\$	<u>17,270.70</u>
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Wire Transfer Instructions:

Account Name:	Arnold & Porter Kaye Scholer LLP
Bank Info:	Wells Fargo Bank NA 420 Montgomery Street San Francisco, CA 94104
Account Number:	4127865475
ABA Number:	121000248
Swift Code:	WFBIUS6S

Or Remit To:	Arnold & Porter Kaye Scholer LLP P.O. Box 759451 Baltimore, MD 21275-9451
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Please include invoice number on all remittances

For billing inquiries or copies of invoices, please contact: Invoice@arnoldporter.com

November 5, 2019

Invoice # 30106032

(1049218.00001)
Miscellaneous**Legal Services:**

Name	Date	Hours	Narrative
Rory Greiss	10/01/19	0.80	Review executed agreements and send a copy of complete version to K. Shrum replacing copy that was missing a page; correspondence with P. Strassburger.
Rory Greiss	10/02/19	2.30	Review D. Kyle correspondence in preparation for conference call; conference call with P. Strassburger, R. Inz, B. Wallace re: potential supplement to OSU Kappa agreement; begin drafting explanation of current agreement and proposed changes to be shared with Purdue business people.
William E. Wallace	10/02/19	1.40	(OSU) Call from Strassburger and Inz; revising agreement.
Rory Greiss	10/03/19	1.50	Finalize draft of explanation of executed agreement and proposal for supplementing and send to P.S. and R. Inz.
William E. Wallace	10/24/19	0.70	Review slides re: amending agreement; discussion with Greiss.
Rory Greiss	10/29/19	1.80	Review executed OSU BCAT agreement; conference call with D. Kyle, P. Strassburger, R. Inz, R. Kreppel and B. Wallace re: provisions to go into amendment to BCAT Agreement; review slides and D. Kyle's comments to our summary of existing agreement and amendment to be drafted.
William E. Wallace	10/29/19	1.30	Call with Kyle, Kreppel, Strassburger and Inz; preparing new molecules agreement.
Rory Greiss	10/30/19	5.10	Draft Amendment to BCAT Agreement; discuss with B.W.; revise and send to Purdue for review.
William E. Wallace	10/30/19	1.30	Review draft of inventory agreement; discussion with Greiss.
Rory Greiss	10/31/19	1.10	Continued work re: OSU amendment.
William E. Wallace	10/31/19	0.70	Review comments from Inz to inventory agreement; review email comments.
Total Hours		18.00	

November 5, 2019

Invoice # 30106032

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Rory Greiss	12.60	1,125.00	14,175.00
William E. Wallace	5.40	1,080.00	5,832.00
TOTAL	18.00		20,007.00

Disbursements:

Category	Amount
Color copies	264.75

Total Disbursements	264.75
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Total Current Amount Due	\$17,270.70
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Arnold & Porter

Statement of Account

Purdue Pharma L.P.
Philip C. Strassburger, Esq.
One Stamford Forum
Dept. VN: 1008442
Stamford, CT 06901-3431

November 5, 2019
Invoice # 30106032
EIN 53-0208605

Client/Matter # 1049218.00001
Miscellaneous

Statement of Account as of : January 3, 2020

Invoice	Date	Amount	Unpaid Balance
Current Charges			<u>17,270.70</u>
Grand Total Due			17,270.70

If payment has been submitted recently, please disregard this notice.

Please reference our client/matter number with your payment or wire transfer.

Wire Transfer Instructions:

Account Name: Arnold & Porter Kaye Scholer LLP
Bank Info: Wells Fargo Bank NA
420 Montgomery Street
San Francisco, CA 94104
Account Number: 4127865475
ABA Number: 121000248
Swift Code: WFBIUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 759451
Baltimore, MD 21275-9451

For billing inquiries or copies of invoices, please contact: Invoice@arnoldporter.com

Arnold & Porter

Purdue Pharma L.P.
One Stamford Forum
Stamford, CT 06901-3431
Attn: Philip C Strassburger
Vice President & General Counsel

November 5, 2019
Invoice # 30106033
EIN 53-0208605

Client/Matter # 1049218.00083

Mundipharma

20180002013

For Legal Services Rendered through October 31, 2019	\$	1,642.50
Discount:		<u>-246.38</u>
Fee Total		1,396.13
Total Amount Due	\$	<u>1,396.13</u>

Wire Transfer Instructions:

Account Name: Arnold & Porter Kaye Scholer LLP
Bank Info: Wells Fargo Bank NA
420 Montgomery Street
San Francisco, CA 94104
Account Number: 4127865475
ABA Number: 121000248
Swift Code: WFBIUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 759451
Baltimore, MD 21275-9451

Please include invoice number on all remittances

For billing inquiries or copies of invoices, please contact: Invoice@arnoldporter.com

November 5, 2019

Invoice # 30106033

(1049218.00083)
Mundipharma

Legal Services:

Name	Date	Hours	Narrative
Rory Greiss	10/02/19	0.50	Teleconference Strassburger and Kreppel with BW; revisions to binding term sheet.
William E. Wallace	10/02/19	1.00	Call from Strassburger and Kreppel; revise term sheet for cognitive therapy.
Total Hours		1.50	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Rory Greiss	0.50	1,125.00	562.50
William E. Wallace	1.00	1,080.00	1,080.00
TOTAL	1.50		1,642.50

Total Current Amount Due

\$1,396.13

Arnold & Porter

Purdue Pharma L.P.
Attn: Maria Barton
General Counsel
One Stamford Forum
Stamford, CT 06901

November 5, 2019
Invoice # 30106034
EIN 53-0208605

Client/Matter # 1049218.00117

Commercial Contracts Advice

20170001233

For Legal Services Rendered through October 31, 2019	\$	7,266.50
Discount:		<u>-1,089.97</u>
Fee Total		6,176.53
Total Amount Due	\$	<u>6,176.53</u>

Wire Transfer Instructions:

Account Name: Arnold & Porter Kaye Scholer LLP
Bank Info: Wells Fargo Bank NA
420 Montgomery Street
San Francisco, CA 94104
Account Number: 4127865475
ABA Number: 121000248
Swift Code: WFBIUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 759451
Baltimore, MD 21275-9451

Please include invoice number on all remittances

For billing inquiries or copies of invoices, please contact: Invoice@arnoldporter.com

November 5, 2019

Invoice # 30106034

(1049218.00117)
Commercial Contracts Advice

Legal Services:

Name	Date	Hours	Narrative
Eric Rothman	10/15/19	2.10	reviewed and commented on Ts&Cs.
Eric Rothman	10/24/19	1.10	work on CDA.
Jinha Chung	10/25/19	0.20	Review and respond to correspondence relating to CDA. Discuss matter with E. Rothman.
Eric Rothman	10/25/19	1.30	work on CDA.
Abeba Habtemariam	10/26/19	0.50	Analyze regulatory questions; draft email re. same.
Abeba Habtemariam	10/27/19	0.10	Attention to emails re. regulatory questions.
Jinha Chung	10/28/19	2.90	Review and respond to correspondence relating to CDA. Review and edit CDA.
Eric Rothman	10/28/19	1.20	work on CDA.
Total Hours		9.40	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Eric Rothman	5.70	860.00	4,902.00
Abeba Habtemariam	0.60	815.00	489.00
Jinha Chung	3.10	605.00	1,875.50
TOTAL	9.40		7,266.50

Total Current Amount Due

\$6,176.53

Arnold & Porter

Purdue Pharma L.P.
Attn: Maria Barton
General Counsel
One Stamford Forum
Dept. VN: 1008442
Stamford, CT 06901-3431

November 5, 2019
Invoice # 30103424
EIN 53-0208605

Client/Matter # 1049218.00128

Harm Reduction Therapeutics

20180001766

For Legal Services Rendered through October 31, 2019	\$	80,491.50
		<u>-12,073.72</u>
Total Amount Due	\$	<u>68,417.78</u>

Wire Transfer Instructions:

Account Name:	Arnold & Porter Kaye Scholer LLP
Bank Info:	Wells Fargo Bank NA 420 Montgomery Street San Francisco, CA 94104
Account Number:	4127865475
ABA Number:	121000248
Swift Code:	WFBIUS6S

Or Remit To:	Arnold & Porter Kaye Scholer LLP P.O. Box 759451 Baltimore, MD 21275-9451
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Please include invoice number on all remittances

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November 5, 2019

Invoice # 30103424

(1049218.00128)
Harm Reduction Therapeutics

Legal Services:

Name	Date	Hours	Narrative
Rory Greiss	10/03/19	3.50	Conference call with R. Inz and Strassburger re: \$11.5 million follow on development agreement and subsequent funding agreements; revise 11.5 agreement and distribute and work with B. Wallace on funding provisions for Commercialization Readiness Agreement and Commercialization Support Agreement; review comments from R. Inz.
William E. Wallace	10/03/19	3.00	Call from Strassburger and Inz; revising Milestone Agreement and preparing follow on agreements; discussion with Greiss.
Rory Greiss	10/04/19	2.50	Continued work on financial assistance provisions of Commercialization Readiness Agreement and Commercialization Support Agreement and correspondence with R. Inz and P. Strassburger with B. Wallace.
William E. Wallace	10/04/19	0.60	Review status of agreements.
William E. Wallace	10/07/19	0.60	Review Inz comments on Commercial Readiness and Commercial Support Agreement.
Rory Greiss	10/14/19	1.10	Continued work on terms for agreements.
William E. Wallace	10/14/19	1.50	Review HRT agreements and comments; discussion with Greiss.
Deborah L. Feinstein	10/14/19	0.20	Review agreements.
Laurie Abramowitz	10/15/19	1.50	Reviewing agreements; correspondence re same; conference call with B. Wallace, Andras Kosaras; Purdue, K&S and HRT re status of IRS Ruling; teleconference with A. Kosaras; office conference with B. Wallace.
Rory Greiss	10/15/19	3.90	Continued work re: 3 HRT Agreements and discuss with W. Wallace, P. Strassburger and R. Inz.
William E. Wallace	10/15/19	2.30	Review revised agreements; discussion with Greiss; call with HRT and tax experts.
Andras Kosaras	10/15/19	1.40	Phone call with HRT team (with KL Gates lawyers), A&P team and Purdue team to discuss proposed IRS rejection of exemption application; phone call with L. Abramowitz to discuss the same; review revised grant agreement and provide comments to R. Greiss re same.
Laurie Abramowitz	10/16/19	0.50	Various correspondence; telephone conference with R. Greiss, R. Inz and P. Strassburger.
Rory Greiss	10/16/19	4.80	Conference call with Strassburger and Inz re: tax exempt status; conference call with Purdue and L. Abramowitz re: same; conference call with P.S. and R.I. with B. Wallace re: changes to HRT draft agreement re: development of Product, etc.
William E. Wallace	10/16/19	2.50	Revising development and commercialization agreements; calls with Strassburger and Inz; discussion with Greiss.
Rory Greiss	10/17/19	1.80	Continued work re: HRT Agreements.

November 5, 2019

Invoice # 30103424

Name	Date	Hours	Narrative
William E. Wallace	10/17/19	4.80	Revising HRT development and commercialization agreement, calls with Strassburger and Inz; preparing amendment for September Agreement.
Rory Greiss	10/18/19	2.50	Conference call re: organizational board meeting following annual meeting; review draft 8-k; review revised answers to questions for annual meeting preparation and correspondence relating to the foregoing.
Rory Greiss	10/18/19	1.50	Conference call with R. Inz. P. Strassburger to review HRT comments on funding agreement and discuss amendment to \$2.5 million funding agreement, etc.
William E. Wallace	10/18/19	3.30	Review HRT comments; call with Strassburger, Inz and Greiss; revising HRT agreements.
Rory Greiss	10/20/19	0.50	Review email correspondence and discuss schedule for reviewing draft of funding agreement.
Rory Greiss	10/21/19	1.50	Review comments and correspondence from DPW, R. Aleali, etc.; conference call with R. Inz and P. Strassburger to discuss next steps.
William E. Wallace	10/21/19	1.80	Review revised draft of development agreement; review DP and Aleali comments.
Rory Greiss	10/23/19	2.50	Review correspondence from R. Inz and revise HRT agreements with B. Wallace; distribute revised agreements to Inz and Strassburger.
William E. Wallace	10/23/19	2.00	Revising development and purchase agreements; discussion with Greiss.
Rory Greiss	10/24/19	3.10	Continued work re: HRT agreements; conference call with R. Inz and P.S. with W. Wallace; revise agreements and distribute.
William E. Wallace	10/24/19	2.30	Revising HRT agreements; discussion with Greiss; call from Strassburger and Inz.
Rory Greiss	10/25/19	2.50	Revise draft of Development Agreement and Amended and Restated Agreement and distribute to Purdue team; review Inz's comments.
William E. Wallace	10/25/19	1.30	Review revised HRT agreements and comments on revisions.
Rory Greiss	10/28/19	4.20	Prepare new \$14.0 million agreement based on correspondence from P. Strassburger over the weekend; discuss draft with W. Wallace and send to Purdue for review; draft statement of Intent and send to Purdue for comment.
William E. Wallace	10/28/19	2.10	Review/ revise HRT developmental/ funding agreement; review and revise statement of intent; discussion with Greiss.
Rory Greiss	10/29/19	2.10	Review P. Strassburger comments; conference call with P.S., R.I., J. Giordano and W. Wallace to discuss revisions to be made to \$14 million agreement with W.W.
William E. Wallace	10/29/19	1.80	Call with Strassburger and Inz; revising agreement.
Rory Greiss	10/30/19	0.50	Review R. Inz comments on latest draft of HRT Agreement.
William E. Wallace	10/30/19	1.10	Review revised agreement.
Total Hours		73.10	

November 5, 2019

Invoice # 30103424

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Laurie Abramowitz	2.00	1,125.00	2,250.00
Deborah L. Feinstein	0.20	1,330.00	266.00
Rory Greiss	38.50	1,125.00	43,312.50
William E. Wallace	31.00	1,080.00	33,480.00
Andras Kosaras	1.40	845.00	1,183.00
TOTAL	73.10		80,491.50

Total Current Amount Due

\$68,417.78

Arnold & Porter

Purdue Pharma L.P.
Attn: Phillip C. Strassburger
Vice President & General Counsel
One Stamford Forum
Stamford, CT 06901

November 5, 2019
Invoice # 30106036
EIN 53-0208605

Client/Matter # 1049218.00135

Project Artic

20190002247

For Legal Services Rendered through October 31, 2019	\$	7,081.00
Discount:		<u>-1,062.15</u>
Fee Total		6,018.85
Total Amount Due	\$	<u>6,018.85</u>

Wire Transfer Instructions:

Account Name: Arnold & Porter Kaye Scholer LLP
Bank Info: Wells Fargo Bank NA
420 Montgomery Street
San Francisco, CA 94104
Account Number: 4127865475
ABA Number: 121000248
Swift Code: WFBIUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 759451
Baltimore, MD 21275-9451

Please include invoice number on all remittances

For billing inquiries or copies of invoices, please contact: Invoice@arnoldporter.com

November 5, 2019

Invoice # 30106036

(1049218.00135)
Project Artic

Legal Services:

Name	Date	Hours	Narrative
Eric Rothman	10/01/19	2.10	Work on development agreement.
Danielle Rosato	10/04/19	1.00	Revised draft Development Agreement.
Danielle Rosato	10/08/19	0.70	Prepared issues list and open items for discussion with Purdue.
Danielle Rosato	10/09/19	0.40	Revised issues list per comments from E. Rothman.
Rory Greiss	10/10/19	1.60	Review Artic comments to Development Agreement and issues list produced by D. Rosato.
Rory Greiss	10/11/19	1.50	Continued work re: Artic Development Agreement.
Danielle Rosato	10/14/19	0.40	Incorporated DPW's bankruptcy comments into working draft Development Agreement.
Total Hours		7.70	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Rory Greiss	3.10	1,125.00	3,487.50
Eric Rothman	2.10	860.00	1,806.00
Danielle Rosato	2.50	715.00	1,787.50
TOTAL	7.70		7,081.00

Total Current Amount Due

\$6,018.85

Arnold & Porter

Purdue Pharma L.P.
Attn: Phillip C. Strassburger
Vice President & General Counsel
One Stamford Forum
Stamford, CT 06901

November 5, 2019
Invoice # 30106038
EIN 53-0208605

Client/Matter # 1049218.00140

Project Windshield

20190002276

For Legal Services Rendered through October 31, 2019	\$	85,133.50
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Discount:		<u>-12,770.02</u>
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Fee Total		72,363.48
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Disbursements Recorded through October 31, 2019		<u>14.90</u>
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Total Amount Due	\$	<u>72,378.38</u>
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Wire Transfer Instructions:

Account Name:	Arnold & Porter Kaye Scholer LLP
Bank Info:	Wells Fargo Bank NA 420 Montgomery Street San Francisco, CA 94104
Account Number:	4127865475
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November 5, 2019

Invoice # 30106038

(1049218.00140)
Project Windshield**Legal Services:**

Name	Date	Hours	Narrative
Rory Greiss	10/01/19	1.00	Correspondence with Purdue team re: drafting development agreement based on Artic model with certain changes; discuss with Rothman.
Danielle Rosato	10/01/19	3.20	Drafting Development Agreement.
Danielle Rosato	10/02/19	1.10	Drafting Development Agreement.
Danielle Rosato	10/03/19	1.60	Drafting Development Agreement.
Rory Greiss	10/04/19	2.50	Review draft Windgap Development Agreement and meeting with E. Rothman and D. Rosato to discuss comments and revisions.
Danielle Rosato	10/04/19	1.50	Conference with E. Rothman and R. Greiss re: Development Agreement; revised per the same.
Eric Rothman	10/04/19	1.60	Work on Development Agreement.
Rory Greiss	10/10/19	3.20	Review Purdue comments on development agreement and prepare for call on Friday; arrange for IP review of Windgap technology; teleconference and correspondence with D. Barr and M. Horton; Wei Yang of Purdue; Rothman and Rosato.
William E. Wallace	10/10/19	0.30	Discussion with Greiss re: status.
Danielle Rosato	10/10/19	1.20	Reviewed Purdue's team's comments on draft agreement; reviewed data room materials.
David K. Barr	10/11/19	0.70	Assist on patent due diligence and participate in client call.
Rory Greiss	10/11/19	3.80	Continued work re: Windshield Development Agreement with D. Rosato and E. Rothman; conference call with Saussey and McCarthy; review revisions to Agreement, etc.
William E. Wallace	10/11/19	0.50	Discussion with Greiss re: status of agreement.
Danielle Rosato	10/11/19	5.40	Conference re: Development Agreement with Purdue Team; conference with IP team re: IP due diligence; conference with B. Amon re: due diligence; reviewed data room materials; commented on B. Amon's contract summaries.
Eric Rothman	10/11/19	3.20	TC with Purdue to discuss Windshield Development Agreement and diligence; work on same.
Matthew H. Horton	10/11/19	1.60	Prepare for and attend teleconference call with client to discuss Windshield IP; and review cited patents.
Rory Greiss	10/14/19	0.80	Continued work re: revised agreement with D. Rosato.
Danielle Rosato	10/14/19	0.50	Revised Development Agreement to include bankruptcy provisions; conference with B. Amon re: diligence review.
Danielle Rosato	10/15/19	2.60	Revised Development Agreement per comments from K. McCarthy; reviewed data room materials.
Matthew H. Horton	10/15/19	2.90	Continue to review cited patents and compare against Windshield product; and prepare for and attend strategy teleconference.
David K. Barr	10/16/19	2.00	Due diligence on Windshield, including pre-call, IP diligence call, follow-up call with E. Rothman and M. Horton.
Rory Greiss	10/16/19	1.50	Teleconference re: IP issues, etc.; office conference D. Rosato, E. Rothman; correspondence with Horton and Barr.
Danielle Rosato	10/16/19	3.50	Reviewed Windshield data room materials.

November 5, 2019

Invoice # 30106038

Name	Date	Hours	Narrative
Eric Rothman	10/16/19	0.60	TC with D. Barr and M. Horton to discuss Windshield IP diligence.
Matthew H. Horton	10/16/19	3.50	Attend teleconference to discuss cited patents and differences between cited patents and Windshield product; and continue to review cited patents and compare against Windshield product.
David K. Barr	10/17/19	0.80	Review Windshield patent families and FTO findings and telephone conference with Wei Yang and M. Horton re FTO analysis.
Danielle Rosato	10/17/19	4.50	Reviewed Windshield data room materials; revised due diligence memo insert.
Matthew H. Horton	10/17/19	0.80	Attend teleconference with client to discuss differences between prior art and Windshield product.
Danielle Rosato	10/18/19	2.40	Revised draft diligence memo; conference with B. Amon re: the same.
Eric Rothman	10/18/19	1.20	work on Windshield due diligence memo.
David K. Barr	10/22/19	2.40	Review FTO analysis for Winshield, telephone conference with M. Horton to review analysis, telephone conference with Weiying Yang to discuss FTO analysis.
Matthew H. Horton	10/22/19	6.20	Continue to prepare draft patent diligence memo for client describing purported differences between cited "close" patents and Windshield product.
David K. Barr	10/25/19	2.80	Work on patent FTO diligence on Windshield, including telephone calls with client and Windshield and review of claims of FTO patents.
Matthew H. Horton	10/25/19	2.90	Continue to review cited patents and compare against Windshield product, and continue to prepare draft FTO memo regarding same; and attend follow up teleconference with Windshield to further discuss differences between Windshield product close prior art patents.
David K. Barr	10/28/19	2.20	Work on FTO analysis; review cited third party patents and non-infringement positions; review M. Horton's summary for Purdue and edit; telephone call with M. Horton to review memo and analysis.
David K. Barr	10/28/19	0.50	Email and telephone call with T. Williamson regarding legal research on res judicata/collateral estoppel effect of potential judgment in a first litigation on epipen product on a second litigation involving Purdue on the same device.
Matthew H. Horton	10/28/19	3.00	Continue to review cited patents and compare against Windshield product, and continue to prepare draft FTO memo regarding same.
Tara Williamson	10/28/19	6.40	Legal research, analysis of potential IP litigation issues for diligence report; telephone conference with D. Barr re same.
David K. Barr	10/29/19	1.40	Review research on collateral estoppel/res judicata issue and discuss with T. Williamson.
Tara Williamson	10/29/19	4.10	Continued legal research, analysis of potential IP litigation issues re claim and issue preclusion for diligence report; draft summary of findings re same; telephone conferences with D. Barr re same.
David K. Barr	10/30/19	2.50	Review T. Williamson's legal research on collateral estoppel/res judicata effect of potential adverse judgment against Windshield on device patents in Epi-pen litigation and telephone conference with discuss with Weiying Yang of Purdue re analysis, follow-up telephone conference with R. Greiss.

November 5, 2019

Invoice # 30106038

Name	Date	Hours	Narrative
Tara Williamson	10/30/19	3.60	Continued legal research, analysis of potential IP litigation issues re claim and issue preclusion for diligence report; update summary of findings re same; telephone conferences with D. Barr re same.
Rory Greiss	10/31/19	0.50	Teleconference D. Barr re: IP diligence issues.
Total Hours		98.50	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
David K. Barr	15.30	1,105.00	16,906.50
Rory Greiss	13.30	1,125.00	14,962.50
Eric Rothman	6.60	860.00	5,676.00
William E. Wallace	0.80	1,080.00	864.00
Matthew H. Horton	20.90	745.00	15,570.50
Danielle Rosato	27.50	715.00	19,662.50
Tara Williamson	14.10	815.00	11,491.50
TOTAL	98.50		85,133.50

Disbursements:

Category	Amount
Duplicating	14.90

Total Disbursements 14.90

Total Current Amount Due **\$72,378.38**

Arnold & Porter

Purdue Pharma L.P.
Attn: Roxana Aleali
Associate General Counsel
One Stamford Forum
Stamford, CT 06901-3431

November 5, 2019
Invoice # 30106039
EIN 53-0208605

Client/Matter # 1049218.00143

Mundipharma EDO

20190002456

For Legal Services Rendered through October 31, 2019	\$	6,572.50
Discount:		<u>-985.88</u>
Fee Total		5,586.62
Total Amount Due	\$	<u>5,586.62</u>

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November 5, 2019

Invoice # 30106039

(1049218.00143)
Mundipharma EDO

Legal Services:

Name	Date	Hours	Narrative
Tyler Conway	10/18/19	0.40	Call with Purdue re. Mundipharma and EDO assets
Eric Rothman	10/18/19	0.60	TC with Purdue to discuss status of Toni and Tino with Mundipharma.
Tyler Conway	10/21/19	3.50	Reviewed CellAct and Northlake documents to understand Purdue's rights and drafted summary relating to the same
Eric Rothman	10/21/19	1.30	reviewed Toni and Tino documentation and prepared email to Purdue regarding ex-US rights.
Eric Rothman	10/23/19	1.30	further review and email re Toni and Tino documentation and Purdue regarding ex-US rights.
Eric Rothman	10/24/19	1.20	TC with Purdue re Toni and Tino ex-US rights.
Total Hours		8.30	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Eric Rothman	4.40	860.00	3,784.00
Tyler Conway	3.90	715.00	2,788.50
TOTAL	8.30		6,572.50

Total Current Amount Due

\$5,586.62

Arnold & Porter

Purdue Pharma L.P.
Attn: Phillip C. Strassburger
Vice President & General Counsel
One Stamford Forum
Stamford, CT 06901

November 5, 2019
Invoice # 30106040
EIN 53-0208605

Client/Matter # 1049218.00144

Amendment to Shionogi Collaboration

20190002605

For Legal Services Rendered through October 31, 2019	\$	1,032.00
Discount:		<u>-154.80</u>
Fee Total		877.20
Total Amount Due	\$	<u>877.20</u>

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November 5, 2019

Invoice # 30106040

(1049218.00144)

Amendment to Shionogi Collaboration

Legal Services:

Name	Date	Hours	Narrative
Eric Rothman	10/01/19	1.20	work on 6th Amendment to Shionogi Agreement for autism spectrum field of use.
Total Hours		1.20	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Eric Rothman	1.20	860.00	1,032.00
TOTAL	1.20		1,032.00

Total Current Amount Due

\$877.20

Arnold & Porter

Purdue Pharma L.P.
Attn: Roxana Aleali
Associate General Counsel
One Stamford Forum
Stamford, CT 06901-3431

November 5, 2019
Invoice # 30103432
EIN 53-0208605

Client/Matter # 1049218.00146

Praxis

20190002672

For Legal Services Rendered through October 31, 2019	12,701.00
Discount	<u>-1,905.15</u>
Total Amount Due	\$ <u>10,795.85</u>

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November 5, 2019

Invoice # 30103432

(1049218.00146)
Praxis

Legal Services:

Name	Date	Hours	Narrative
Eric Rothman	10/10/19	1.20	review materials related to Praxis investment.
Stephanie W. Coutu	10/10/19	0.50	Email correspondence.
Eric Rothman	10/11/19	1.20	emails and review of documents related to Praxis investment.
Stephanie W. Coutu	10/11/19	0.60	Attention to email correspondence and financing documents.
Stephanie W. Coutu	10/12/19	0.40	Attention to email correspondence.
Stephanie W. Coutu	10/13/19	3.90	Review Series B and Series B-1 financing documents, license agreement, Series C term sheet, and board presentation materials.
Stephanie W. Coutu	10/14/19	0.50	Follow up re financing documents; email correspondence.
Eric Rothman	10/15/19	1.20	TC with Purdue to discuss Praxis investment.
Stephanie W. Coutu	10/15/19	2.60	Telephone conference with client; attention to financing documents; review management rights letter; email correspondence.
Stephanie W. Coutu	10/17/19	1.60	Attention to Series C financing documents; email correspondence.
Stephanie W. Coutu	10/21/19	0.90	Telephone conference with client re financing documents; prepare for same.
Stephanie W. Coutu	10/22/19	0.30	Follow up; email correspondence.
Total Hours		14.90	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Stephanie W. Coutu	11.30	850.00	9,605.00
Eric Rothman	3.60	860.00	3,096.00
TOTAL	14.90		12,701.00

Total Current Amount Due

\$10,795.85